

Exhibit A

(Proposed Order)

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

WMI LIQUIDATING TRUST,

Plaintiff,

v.

FEDERAL DEPOSIT INSURANCE
CORPORATION, in its corporate capacity, *et al.*,

Defendants.

Civil Action No. 1:14-cv-1097 (GMS)

Re: Docket No. ____

**ORDER GRANTING PLAINTIFF WMI LIQUIDATING TRUST'S MOTION
FOR JUDGMENT ON THE PLEADINGS ON COUNT I OF
CERTAIN EMPLOYEE DEFENDANTS' COUNTERCLAIMS**

Upon review of the *Motion of Plaintiff WMI Liquidating Trust for Entry of an Order for Judgment on the Pleadings on Count One of Certain Employee Defendants' Counterclaims* (the "Motion"),¹ and service of the motion having been sufficient under the circumstances; and the Court having considered the Motion and replies thereto, if any, and having found that good cause exists for the relief requested, it is hereby

ORDERED that the Motion is GRANTED in its entirety; and it is further

DECLARED that WMILT is a Covered Company under 12 U.S.C. § 1828(k) and the Federal Deposit Insurance Corporation has Jurisdiction over WMILT; and it is further

ORDERED that the following claims are hereby dismissed with prejudice: (a) Count I of the Counterclaims of Defendants Todd H. Baker, Sean Beckett, Anthony Joseph Bozzuti, Alfred Brooks, Gregory C. Camas, Thomas W. Casey, Deborah D. Horvath, Rajiv Kapoor, Marc Malone, John P. McMurray, Thomas E. Morgan, Stephen J. Rotella, David

¹ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

Schneider, Genevieve Smith, Radha Thompson, Ann Tierney and Robert J. Williams, Jr. against WMILT [W.D. Wash. D.I. 173], (b) Count I of the Counterclaims of Defendant Craig E. Tall against WMILT [W.D. Wash. D.I. 146], (c) Count I of the Counterclaims of Defendant Susan Allison against WMILT [W.D. Wash. D.I. 171], (d) Count I of the Counterclaims of Defendant Jeffrey Jones against WMILT [W.D. Wash. D.I.172], (e) Count I of the Counterclaims of Defendant Robert Batt against WMILT [W.D. Wash. D.I. 174], (f) Count I of the Counterclaims of Defendant Patricia Schulte against WMILT [W.D. Wash. D.I.175], (g) Count I of the Counterclaims of Defendant Scott Shaw against WMILT [W.D. Wash. D.I. 176], (h) Count I of the Counterclaims of Defendant Steven Kenneth Stearns against WMILT [W.D. Wash. D.I. 177], (i) Count I of the Counterclaims of Defendant Randy Melby against WMILT [W.D. Wash. D.I. 178], (j) Count I of the Counterclaims of Defendant Michelle McCarthy against WMILT [W.D. Wash. D.I. 179], (k) Count I of the Counterclaims of Defendant Jacob E. Sorenson against WMILT [Adv. Pro. D.I. 36], and (l) Count I of the Counterclaims of Defendant Keith O. Fukui against WMILT [Adv. Pro. D.I. 37]; and it is further

ORDERED that the Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation or interpretation of this Order.

IT IS SO ORDERED.

Dated: _____, 2016
Wilmington, Delaware

THE HONORABLE GREGORY M. SLEET
UNITED STATES DISTRICT JUDGE